Form 144 Filer Information

Filer CIK 0001809355
Filer CCC XXXXXXXX
Is this a LIVE or TEST Filing? ☑ LIVE ☐ TEST

Submission Contact Information
Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer UPWORK INC.
SEC File Number 001-38678
Address of Issuer 475 Brannan Street, Suite 430
San Francisco
CALIFORNIA
94107
Phone (650) 316-7500
Name of Person for Whose Account the Securities are To Be Sold ERIC RANDOLL GILPIN

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer

144: Securities Information

<table>
<thead>
<tr>
<th>Title of the Class of Securities To Be Sold</th>
<th>Name and Address of the Broker</th>
<th>Number of Shares or Other Units To Be Sold</th>
<th>Aggregate Market Value</th>
<th>Number of Shares or Other Units Outstanding</th>
<th>Approximate Date of Sale</th>
<th>Name the Securities Exchange</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>Morgan Stanley Smith Barney LLC 1 New York Plaza 38th Floor New York NY 10004</td>
<td>9109</td>
<td>73104.28</td>
<td>133466746</td>
<td>05/18/2023</td>
<td>NASD</td>
</tr>
</tbody>
</table>

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

<table>
<thead>
<tr>
<th>Title of the Class</th>
<th>Date you Acquired</th>
<th>Nature of Acquisition</th>
<th>Name of Person from</th>
<th>Is this Date Donor</th>
<th>Amount of Securities</th>
<th>Date of Payment</th>
<th>Nature of Payment</th>
</tr>
</thead>
</table>
**144: Securities Sold During The Past 3 Months**

<table>
<thead>
<tr>
<th>Name and Address of Seller</th>
<th>Title of Securities Sold</th>
<th>Date of Sale</th>
<th>Amount of Securities Sold</th>
<th>Gross Proceeds</th>
</tr>
</thead>
<tbody>
<tr>
<td>ERIC RANDOLL GILPIN</td>
<td>Common</td>
<td>02/21/2023</td>
<td>11331</td>
<td>129928.00</td>
</tr>
</tbody>
</table>

**Remarks and Signature**

Remarks
Date of Notice 05/18/2023

**ATTENTION:**

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Randoll Eric Gilpin

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**